



ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

No.

FEB 4 1985

Fee \$

10.00

RECORDATION NO. 10953 A
FILED 1425

ICC Washington, D. C.

FEB 4 1985 1 20 PM February 1, 1985

INTERSTATE COMMERCE COMMISSION

5-035A028

Secretary
Interstate Commerce Commission
Washington, D. C., 20423

Re: Equipment Trust Agreement dated 10/1/79
(Series I)

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. Sec. 11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement (the "Supplement") dated January 9, 1985, between the following:

- (a) Trustee-Lessor: Bankers Trust Company
Four Albany Street
New York, New York, 10015
- (b) Lessee: ACF Industries, Incorporated
750 Third Avenue
New York, New York, 10017

The equipment covered by the Supplement consists of 13 railroad covered hopper cars, AAR mechanical designation C214, initialled ACFX and numbered 38250, 38251 and 38253 through 38263 inclusive.

The Supplement is a supplement to the Equipment Trust Agreement dated as of October 1, 1979 between the above parties, which was filed and recorded in your office at 2:15 p.m. on October 26, 1979, under Recordation No. 10953. Since no previous supplements to the Equipment Trust Agreement have been recorded with the Commission, the enclosed document should be assigned Recordation No. 10953-A.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fees in this connection.

We request that four copies of the enclosed Supplement, all bearing the Commission's recordation data, be returned to

Handwritten signature: Harold Siegel

Handwritten note: I think this will be 10953-A

Vertical stamp: ICC OFFICE OF THE SECRETARY FEB 4 1 12 PM '85

Secretary
Interstate Commerce Commission

February 1, 1985

-2-

R. C. Bickford, Assistant Secretary, ACF Industries, Incorporated,
750 Third Avenue, New York, New York, 10017, or to the bearer.

Sincerely,


Robert C. Bickford

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/4/85

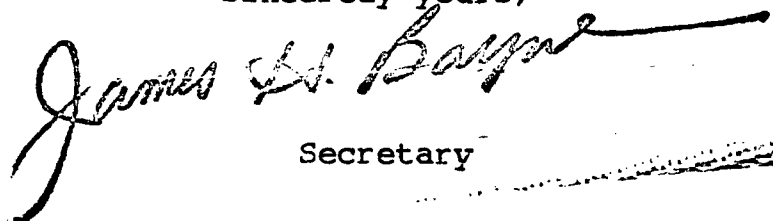
OFFICE OF THE SECRETARY

Robert C. Bickford
Assist. Secretary
ACF Industries, Inc.
750 Third Avenue
New York, N.Y. 10017

Sir:
Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/4/85 at 1:20pm and assigned re-recording number(s). 10953-A

Sincerely yours,


Secretary

Enclosure(s)

10953-A

RECORDATION NO. 10953 A Filed 1425

FEB 4 1985 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED
EQUIPMENT TRUST SERIES I

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated January 9, 1985

between

BANKERS TRUST COMPANY, Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED January 9, 1985
between BANKERS TRUST COMPANY, a corporation duly organized and
existing under the laws of the State of New York, as Trustee
(hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED,
a corporation organized and existing under the laws of the State
of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated
October 1, 1979 (hereinafter called the Agreement), between the
Trustee and the Company there was constituted "ACF Industries,
Incorporated Equipment Trust Series I " pursuant to which certain
railroad equipment has been transferred to, and the title thereto
vested in, the Trustee, and such railroad equipment has been leased
to the Company; and

WHEREAS, upon the Request of the Company, pursuant to
Section 4.07 of the Agreement, the Trustee has made payment to the
Company of \$ 622,804.00 out of funds previously deposited with the
Trustee pursuant to Section 4.08 of the Agreement and simultaneously
therewith the Company has conveyed to the Trustee Equipment (as
defined in the Agreement) described in said Request and in Exhibit
A hereto (hereinafter called the Substituted Equipment), and has
delivered to the Trustee an Officer's Certificate in respect of the
Substituted Equipment, a certificate as to delivery thereof, a Bill
of Sale transferring the Substituted Equipment to, and vesting the
title thereto in, the Trustee and an Opinion of Counsel satisfactory
to the Trustee with respect to the Substituted Equipment, all in
like manner as provided in Section 4.07 of the Agreement; and

WHEREAS, Section 4.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and inconsideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective

officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, Trustee

By 
Vice President

(Corporate Seal)

Attest:


Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By 
Treasurer

(Corporate Seal)

Attest:

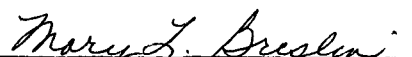

Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
38250	C214	October 1984	\$44,486	\$ 44,486	\$ 44,486	\$ 44,486
38251	C214	October 1984	44,486	44,486	44,486	44,486
38253	C214	October 1984	44,486	44,486	44,486	44,486
38254	C214	October 1984	44,486	44,486	44,486	44,486
38255	C214	October 1984	44,486	44,486	44,486	44,486
38256	C214	October 1984	44,486	44,486	44,486	44,486
38257	C214	October 1984	44,486	44,486	44,486	44,486
38258	C214	October 1984	44,486	44,486	44,486	44,486
38259	C214	October 1984	44,486	44,486	44,486	44,486
38260	C214	October 1984	44,486	44,486	44,486	44,486
38261	C214	October 1984	44,486	44,486	44,486	44,486
38262	C214	October 1984	44,486	44,486	44,486	44,486
38263	C214	October 1984	44,486	44,486	44,486	44,486
				<u>\$622,804</u>	<u>\$622,804</u>	<u>\$622,804</u>

E.T. Series I - 1/85

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of January, 1985, before me personally appeared ANN CHERR, to me personally known, who, being by me duly sworn, says that she is a Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

-(NOTARIAL SEAL)

Jennifer Holder
 100 West 10th Street
 New York, New York 10011
 Registered in Onondaga County
 Commission Expires March 03, 1995

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 9th day of JANUARY, 1985, before me personally appeared R.J. Mitchell, to me personally known, who, being by me duly sworn, says that he is Treasurer of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

Kathleen Mackey
KATHLEEN MACKEY
 Notary Public, State of New York
 No. 4770405
 Qualified in Westchester County
 Certificate Filed in New York County
 Commission Expires March 30, 1986